

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
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Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. § 363 AUTHORIZING
THE DEBTORS TO AMEND THE TERMS OF THEIR
ENGAGEMENT LETTER WITH AP SERVICES, LLC**

Upon the Motion, dated August 5, 2009 (the “**Motion**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 363 of title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order authorizing the amendment of the terms of the Engagement Letter, dated May 29, 2009, between the Debtors and AP Services, LLC (“**APS**”), all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED that the First Amendment is approved; and it is further

ORDERED that all references to the Engagement Letter in the prior Order of this Court, entered on July 2, 2009 authorizing the retention of APS [Docket No. 2949], shall be deemed to include the First Amendment; and it is further,

ORDERED that except to the extent modified by the First Amendment, the terms and provisions of the Engagement Letter remain in full force and effect; and it is further

ORDERED that except to the extent inconsistent with the prior provisions of this Order, the Order Authorizing the Debtors to Employ and Retain AP Services, LLC as Crisis Managers and to Designate Albert A. Koch as Chief Restructuring Officer, Nunc Pro Tunc to the Petition Date [Docket No. 2534], shall remain in full force and effect, and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: August 18, 2009
New York, New York

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE